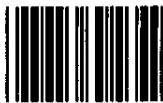
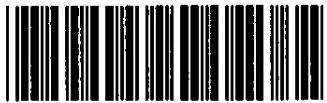


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William R. Rapson, #48999
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TOOLEY, P.C.
1775 Sherman Street, Suite 1800
Denver, Colorado 80203
(303) 830-2500; fax: (303) 832-2366

Management

Attorneys for Defendants Milton E.
Metzler and M.E. Metzler Organization, Inc.

UNITED STATES DISTRICT COURT

FOR THE SOUTHERN DISTRICT OF CALIFORNIA

PAUL E. MEIER, Trustee of the) Case No. 96-1023-L (JFS)
EXCEL BOTTLING CO. PENSION)
PLAN, Trustee of the PAUL E.) ANSWER TO PLAINTIFFS' THIRD
MEIER TRUST, Trustee of the) AMENDED COMPLAINT FOR DAMAGES
EDWARD & CATHERINE MEIER) AND FOR OTHER RELIEF BY M.E.
IRREVOCABLE INSURANCE TRUST) METZLER ORGANIZATION AND
of which PAUL E. MEIER, and) MILTON E. METZLER
Trustee of the EDWARD J. MEIER)
REVOCABLE LIVING TRUST, and)
STEVEN JOHNSON,)
Plaintiffs,)
v.)
M.E. METZLER ORGANIZATION,)
INC., a Missouri corporation,)
MILTON E. METZLER, JINCO)
LEASING CORP., dba JINCO)
FINANCIAL CORP., a Colorado)
corporation and WAYNE)
MORRISON,)
Defendants.)

COME NOW the defendants, Milton E. Metzler and M.E. Metzler
Organization, Inc., by and through their counsel, William R. Rapson
[Signature] of Welborn Sullivan Meck & Tooley, P.C., and answer Plaintiffs'

Third Amended Complaint for Damages and for Other Relief as follows:

1. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 1 and therefore deny same.

2. Admitted.

3. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 3 and therefore deny same.

4. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 4 and therefore deny same.

5. Denied.

6. Denied.

7. Denied.

8. Admitted.

9. Denied.

10. Denied.

11. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 11 and therefore deny same.

12. Denied.

13. Denied.

14. Denied.

15. Denied.

16. Denied.

17. Denied.

18. Denied.

19. Denied.

20. Denied.

21. Denied.

22. Denied.

23. Denied.

24. Denied.

25. Denied.

26. Denied.

27. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 27 and therefore deny same.

28. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 28 and therefore deny same.

29. Admitted.

30. Denied.

31. Denied.

32. Denied.

33. Denied.

34. Denied.

35. Denied.

36. Denied.

37. Denied.

38. Admitted.

39. Denied.

40. Admitted.

41. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 41 and therefore deny same.

42. Admitted.

43. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 43 and therefore deny same.

44. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 44 and therefore deny same.

45. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 45 and therefore deny same.

46. Admitted.

47. Admitted.

48. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 48 and therefore deny same.

49. Admitted.

50. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 50 and therefore deny same.

51. Admitted.

52. Admitted.

53. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 53 and therefore deny same.

54. Admitted.

55. Admitted.

56. Admitted.

57. Admitted.

58. Admitted.

59. Admitted.

60. Admitted.

61. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 61 and therefore deny same.

62. Admitted.

63. Admitted.

64. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 64 and therefore deny same.

65. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 65 and therefore deny same.

66. Admitted.

67. Admitted.

68. Admitted.

69. Admitted.

70. Admitted.

71. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 71 and therefore deny same.

72. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 72 and therefore deny same.

73. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 73 and therefore deny same.

74. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 74 and therefore deny same.

75. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 75 and therefore deny same.

76. Admitted.

77. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 77 and therefore deny same.

78. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 78 and therefore deny same.

79. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 79 and therefore deny same.

80. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 80 and therefore deny same.

81. Admitted.

82. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 82 and therefore deny same.

83. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 83 and therefore deny same.

84. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 84 and therefore deny same.

85. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 85 and therefore deny same.

86. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 86 and therefore deny same.

87. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 87 and therefore deny same.

88. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 88 and therefore deny same.

89. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 89 and therefore deny same.

90. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 90 and therefore deny same.

91. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 91 and therefore deny same.

92. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 92 and therefore deny same.

93. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 93 and therefore deny same.

94. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 94 and therefore deny same.

95. Admitted.

96. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 96 and therefore deny same.

97. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 97 and therefore deny same.

98. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 98 and therefore deny same.

99. Admitted.

100. Admitted.

101. Denied.

102. Admitted.

103. Denied.

104. Denied.

105. Denied.

106. Denied.

107. Denied.

108. Denied.

109. Denied.

110. Denied.

111. Denied.

112. Denied.

113. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 113 and therefore deny same.

114. Denied.

115. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 115 and therefore deny same.

116. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 116 and therefore deny same.

117. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 117 and therefore deny same.

118. Denied.

119. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 119 and therefore deny same.

120. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 120 and therefore deny same.

121. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 121 and therefore deny same.

122. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 122 and therefore deny same.

123. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 123 and therefore deny same.

124. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 124 and therefore deny same.

125. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 125 and therefore deny same.

126. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 126 and therefore deny same.

127. Denied.

128. Denied.

129. Denied.

130. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 130 and therefore deny same.

131. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 131 and therefore deny same.

132. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 132 and therefore deny same.

133. Denied.

134. Admitted.

135. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 135 and therefore deny same.

136. Denied.

137. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 137 and therefore deny same.

138. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 138 and therefore deny same.

139. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 139 and therefore deny same.

140. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 140 and therefore deny same.

141. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 141 and therefore deny same.

142. Denied.

143. Denied.

144. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 144 and therefore deny same.

145. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 145 and therefore deny same.

146. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 146 and therefore deny same.

147. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 147 and therefore deny same.

148. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 148 and therefore deny same.

149. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 149 and therefore deny same.

150. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 150 and therefore deny same.

151. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 151 and therefore deny same.

152. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 152 and therefore deny same.

153. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 153 and therefore deny same.

154. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 154 and therefore deny same.

155. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 155 and therefore deny same.

156. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 156 and therefore deny same.

157. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 157 and therefore deny same.

158. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 158 and therefore deny same.

159. Denied.

160. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 160 and therefore deny same.

161. Denied.

162. Denied.

163. Denied.

164. Admitted.

165. Denied.

166. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 166 and therefore deny same.

167. Admitted.

168. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 168 and therefore deny same.

169. Admitted.

170. Denied.

171. Admitted.

172. Denied.

173. Admitted.

174. Denied.

175. Admitted.

176. Denied.

177. Admitted.

178. Denied.

179. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 179 and therefore deny same.

180. Admitted.

181. Admitted.

182. Denied.

183. Admitted.

184. Admitted.

185. Denied.

186. Admitted.

187. Admitted.

188. Denied.

189. Denied.

190. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 190 and therefore deny same.

191. Denied.

192. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 192 and therefore deny same.

193. Denied.

194. Denied.

195. Denied.

196. Denied.

197. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 197 and therefore deny same.

198. Denied.

199. Denied.

200. Denied.

201. Denied.

202. Denied.

203. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 203 and therefore deny same.

204. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 204 and therefore deny same.

205. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 205 and therefore deny same.

206. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 206 and therefore deny same.

207. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 207 and therefore deny same.

208. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 208 and therefore deny same.

209. Denied.

210. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 210 and therefore deny same.

211. Defendants incorporate paragraphs 1-210, inclusive, as if fully set forth herein.

212. Admitted.

213. Denied.

214. Denied.

215. Denied.

216. Denied.

217. Defendants incorporate paragraphs 1-216, inclusive, as if fully set forth herein.

218. Denied.

219. Defendants incorporate paragraphs 1-218, inclusive, as if fully set forth herein.

220. Denied.

221. Denied.

222. Denied.

223. Denied.

224. Defendants incorporate paragraphs 1-223, inclusive, as if fully set forth herein.

225. Denied.

226. Denied.

227. Denied.

228. Denied.

229. Defendants are without sufficient knowledge or information to either admit or deny the allegations contained in paragraph 229 and therefore deny same.

230. Defendants incorporate paragraphs 1-229, inclusive, as if fully set forth herein.

231. Denied.

232. Defendants incorporate paragraphs 1-231, inclusive, as if fully set forth herein.

233. Denied.

234. Defendants incorporate paragraphs 1-233, inclusive, as if fully set forth herein.

235. Denied.

236. Denied.

237. Denied.

238. Defendants incorporate paragraphs 1-237, inclusive, as if fully set forth herein.

239. Denied.

240. Defendants incorporate paragraphs 1-239, inclusive, as if fully set forth herein.

241. Denied.

242. Denied.

243. Defendants incorporate paragraphs 1-242, inclusive, as if fully set forth herein.

244. Denied.

245. Denied.

246. Denied.

247. Denied.

248. Defendants incorporate paragraphs 1-247, inclusive, as if fully set forth herein.

249. Denied.

250. Defendants incorporate paragraphs 1-249, inclusive, as if fully set forth herein.

251. Admitted.

252. Denied.

253. Defendants incorporate paragraphs 1-252, inclusive, as if fully set forth herein.

254. Denied.

255. Defendants incorporate paragraphs 1-254, inclusive, as if fully set forth herein.

256. Admitted.

257. Denied.

AFFIRMATIVE DEFENSES
(AS TO ALL CAUSES OF ACTION RELATING TO BOTH DEFENDANTS)

FIRST AFFIRMATIVE DEFENSE
(Failure to State Cause of Action)

The claims asserted fail to state cognizable causes of action and are not pled with sufficient particularity since reference to the two defendants is used interchangeably, randomly and with no effort to differentiate or distinguish between the two defendants and the roles and activity they engaged in.

**SECOND AFFIRMATIVE DEFENSE
(Statutes of Limitations)**

The applicable state and federal statutes of limitations bar the claims in this case.

**THIRD AFFIRMATIVE DEFENSE
(Laches)**

The doctrine of laches bars the claims in this case.

**FOURTH AFFIRMATIVE DEFENSE
(Lack of Proximate Cause)**

The conduct of the defendants did not proximately cause the losses in this case. Said losses were caused by designated nonparties, Towers Corporation (and related entities) and their officers and directors.

**FIFTH AFFIRMATIVE DEFENSE
(Waiver and Estoppel)**

The plaintiffs' claims are barred by the doctrines of waiver and estoppel.

**SIXTH AFFIRMATIVE DEFENSE
(Failure to Mitigate)**

The plaintiffs' claims are barred by their failure to mitigate damages.

**SEVENTH AFFIRMATIVE DEFENSE
(Lack of Personal Liability)**

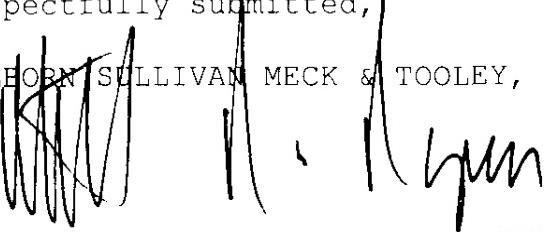
The individual defendant, Milton Metzler, is not vicariously liable for the acts of the corporate defendant under any theory of law.

WHEREFORE, the defendants pray that the plaintiffs' claims be dismissed with prejudice and that costs and such other and further relief as may be deemed just and proper be awarded to the defendants.

Dated: July 7, 2000.

Respectfully submitted,

WELEBORN SULLIVAN MECK & TOOLEY, P.C.



William R. Rapson
Attorneys for Defendants
Milton E. Metzler and
M.E. Metzler Organization, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this the 7th day of July, 2000,
I served a true copy of the foregoing ANSWER TO PLAINTIFF'S
THIRD AMENDED COMPLAINT FOR DAMAGES AND FOR OTHER RELIEF BY
M.E. METZLER ORGANIZATION AND MILTON E. METZLER by U.S. mail,
postage prepaid, to:

Timothy C. Karen
Mary Smigelski
Law Offices of Timothy C.
Karen
12702 Via Cortina, Suite 100
Del Mar, CA 92014

Attorneys for Plaintiffs

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Englewood, CO 80111

Attorneys for Defendants Wayne
Morrison, Herbert B. Jenkins
and Jinco Leasing Corporation

Katherine E. Griffith